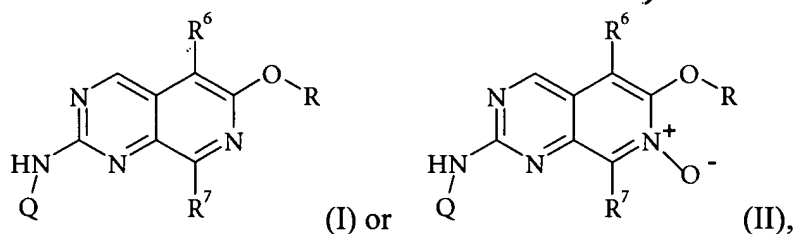


CLAIMS

The invention claimed is:

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1. A compound having the Formula (I) or (II):



or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein:

- 10 R is selected from:

- (a) alkyl optionally-substituted with one to three of R^{17} ;
- (b) cycloalkyl optionally substituted with one, two or three groups selected from R^{18} ;
- and
- (c) optionally-substituted aryl;

- 15 Q is selected from alkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and alkyl substituted with one, two or three of halogen, cyano, $-OR^8$, $-SR^8$, $-C(=O)R^8$, $-C(O)_2R^8$, $-C(=O)NR^8R^9$, $-S(O)_pR^{10}$, $-C(O)_2NR^8R^9$, $-S(O)_2NR^8R^9$, $-NR^8R^9$, cycloalkyl, substituted cycloalkyl, heterocyclyl, and/or substituted heterocyclyl;

R^6 is hydrogen or lower alkyl;

- 20 R^7 is selected from hydrogen, alkyl, substituted alkyl, halogen, cyano, nitro, hydroxy, alkoxy, haloalkoxy, amino, alkylamino, and optionally-substituted cycloalkyl, heterocyclyl, aryl, or heteroaryl;

R^8 and R^9 are (i) independently selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, and substituted

- 25 heterocyclyl; or (ii) when R^8 and R^9 are attached to the same nitrogen atom (as in $-C(O)_2NR^8R^9$, $-S(O)_2NR^8R^9$, and $-NR^8R^9$), R^8 and R^9 may be taken together to form an optionally-substituted heterocyclyl ring;

R^{10} is alkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, or substituted heterocyclyl;

R^{17} is at each occurrence independently selected from halogen, haloalkoxy, haloalkyl, alkoxy, or optionally-substituted phenyl, benzyl, phenyloxy, benzyloxy, or cycloalkyl;

5 R^{18} is at each occurrence independently selected from alkyl, substituted alkyl, halogen, haloalkyl, haloalkoxy, cyano, alkoxy, acyl, alkoxycarbonyl, alkylsulfonyl, or optionally-substituted phenyl, phenyloxy, benzyloxy, cycloalkyl, heterocyclyl, or heteroaryl; and

p is 1 or 2.

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2. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein:

Q is selected from an alkyl or substituted alkyl having the formula $-C(R^1R^2R^3)$;

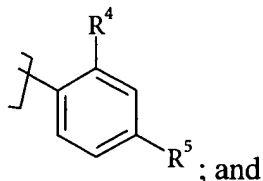
15 R^1 , R^2 and R^3 are selected from hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, $-(C_{1-4}\text{alkylene})-S(O)_pR^{10}$, $-(C_{1-4}\text{alkylene})-C(O)_2R^8$, cycloalkyl, cycloalkylalkyl, heterocyclyl, or heterocycloalkyl, wherein said cycloalkyl and heterocyclyl groups are, in turn, optionally substituted with up to one of R^{12} and up to one of R^{14} ; and

20 R^{12} and R^{14} are independently selected where valence allows from $C_{1-4}\text{alkyl}$, hydroxy, oxo ($=O$), $-O(C_{1-4}\text{alkyl})$, $-C(=O)H$, $-C(=O)(C_{1-4}\text{alkyl})$, $-C(O)_2H$, $-C(O)_2(C_{1-4}\text{alkyl})$, and $-S(O)_2(C_{1-4}\text{alkyl})$.

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3. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein R is phenyl substituted with one to two of lower alkyl, halogen, haloalkyl, haloalkoxy, cyano, and nitro.

4. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein R is:



R⁴ and R⁵ are selected from halogen, haloalkyl, haloalkoxy, and cyano.

5. A compound according to claim 4, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein:

5 R⁴ and R⁵ are both halogen.

6. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein R⁶ and R⁷ are both hydrogen.

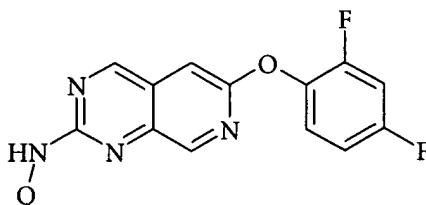
10 7. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein Q is C₁₋₆alkyl or hydroxy(C₁₋₆alkyl).

8. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein Q is an optionally-substituted C₃₋₇cycloalkyl or an optionally-
15 substituted heterocyclic ring.

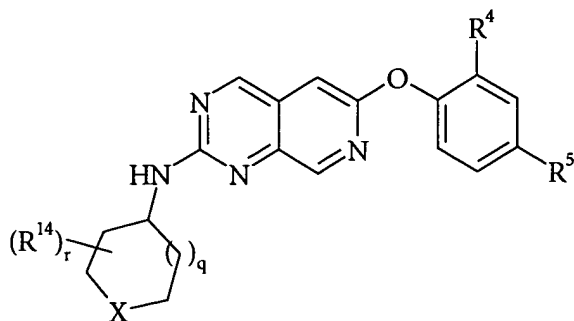
9. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein:

20 Q is cyclohexyl, piperidin-4-yl, or tetrahydropyran-4-yl, wherein each of said rings in turn is optionally-substituted with up to two of lower alkyl, -OH, -C(O)₂(C₁₋₄alkyl) and/or -S(O)₂(CH₃).

10. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, having the formula:



11. A compound according to claim 1, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, having the formula:



wherein:

X is $-O-$, $-C(=O)-$, $-N(R^{12a})-$, or $-CH(R^{12b})-$;

R^{12a} is selected from hydrogen, C_{1-4} alkyl, $-C(=O)R^{15}$, $-C(O)_2R^{15}$, and $-S(O)_2(C_{1-4}alkyl)$;

5 R^{12b} is selected from hydrogen, C_{1-4} alkyl, $-OR^{15}$, $-C(=O)R^{15}$, $-C(O)_2R^{15}$, and $-S(O)_2(C_{1-4}alkyl)$;

R^{14} is selected from C_{1-4} alkyl, oxo ($=O$), $-OR^{15}$, $-C(=O)R^{15}$, $-C(O)_2R^{15}$, and $-S(O)_2(C_{1-4}alkyl)$;

R^{15} is selected from hydrogen and C_{1-4} alkyl;

q is 0 or 1; and

r is 0, 1 or 2.

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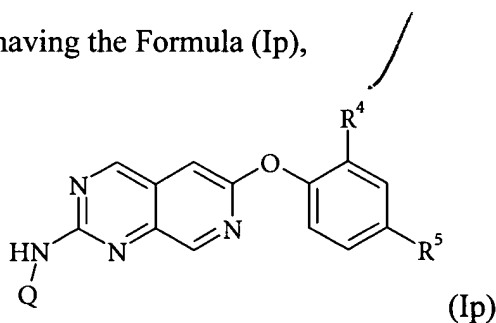
12. A compound according to claim 11, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein:

R^4 and R^5 are both fluoro.

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13. A compound according to claim 11, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein X is $-NR^{12a}-$, R^{12a} is $-S(O)_2(C_{1-4}alkyl)$, and q is 1.

14. A compound having the Formula (Ip),



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or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein:

Q is alkyl, substituted alkyl or an optionally-substituted cycloalkyl or heterocyclyl, provided Q is not arylalkyl or heteroarylalkyl ; and
R⁴ and R⁵ are both halogen;

5 15. A compound according to claim 14, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein R⁴ and R⁵ are both fluoro.

 16. A compound according to claim 14, or an isomer, prodrug, or pharmaceutically-acceptable salt thereof, wherein Q is an optionally-substituted monocyclic cycloalkyl or
10 heterocyclyl ring.

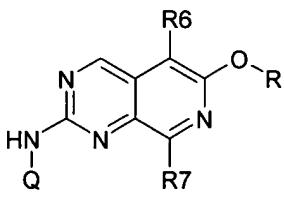
 17. A pharmaceutical composition comprising a therapeutically effective amount of compound according to Claim 1 in combination with a pharmaceutically-acceptable excipient.

15 18. A method for treating a p38-mediated disorder in a patient comprising administering to the patient in need of such treatment, an effective amount of a compound according to Claim 1.

 19. The method of Claim 18, wherein the p38-mediated disorder is selected from the
20 group consisting of arthritis, Crohn's disease, Alzheimer's disease, adult respiratory distress syndrome, chronic obstructive pulmonary disease, asthma, stroke, sepsis, myocardial infarction, and spondylitis.

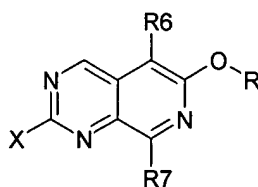
 20. A method for inhibiting p38 kinase in a mammal comprises administering to said
25 mammal a compound according to claim 1.

 21. A process for preparing a compound of formula (I) ✓



wherein R is selected from:

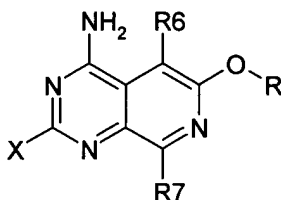
- (a) alkyl optionally-substituted with one to three of R^{17} ;
- (b) cycloalkyl optionally substituted with one, two or three groups selected from R^{18} ;
- and
- (c) optionally-substituted aryl;
- 5 Q is selected from alkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, substituted heterocyclyl, and alkyl substituted with one, two or three of halogen, cyano, $-OR^8$, $-SR^8$, $-C(=O)R^8$, $-C(O)_2R^8$, $-C(=O)NR^8R^9$, $-S(O)_pR^{10}$, $-C(O)_2NR^8R^9$, $-S(O)_2NR^8R^9$, $-NR^8R^9$, cycloalkyl, substituted cycloalkyl, heterocyclyl, and/or substituted heterocyclyl;
- R^6 is hydrogen or lower alkyl;
- 10 R^7 is selected from hydrogen, alkyl, substituted alkyl, halogen, cyano, nitro, hydroxy, alkoxy, haloalkoxy, amino, alkylamino, and optionally-substituted cycloalkyl, heterocyclyl, aryl, or heteroaryl;
- R^8 and R^9 are (i) independently selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, and substituted heterocyclyl; or (ii) when R^8 and R^9 are attached to the same nitrogen atom, R^8 and R^9
- 15 may be taken together to form an optionally-substituted heterocyclyl ring;
- R^{10} is alkyl, hydroxyalkyl, alkoxyalkyl, cycloalkyl, substituted cycloalkyl, heterocyclyl, or substituted heterocyclyl;
- R^{17} is at each occurrence independently selected from halogen, haloalkoxy, haloalkyl, alkoxy, or
- 20 optionally-substituted phenyl, benzyl, phenyloxy, benzyloxy, or cycloalkyl;
- R^{18} is at each occurrence independently selected from alkyl, substituted alkyl, halogen, haloalkyl, haloalkoxy, cyano, alkoxy, acyl, alkoxycarbonyl, alkylsulfonyl, or optionally-substituted phenyl, phenyloxy, benzyloxy, cycloalkyl, heterocyclyl, or heteroaryl; and
- p is 1 or 2;
- 25 wherein said process comprises:
- (i) providing a compound of formula (8); and



where X is a leaving group; and

(ii) contacting said compound of formula (8) with a compound of the formula NH_2Q in a polar, aprotic solvent.

22. The process of claim 21, wherein said compound of formula (8) is provided by
5 treating a compound of formula (7) with *t*-butylnitrite:



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